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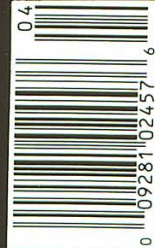
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AT LAST! THE SPAWN OF VENOM!

the AMAZING SPIDER-MAN

CARNAGE
PART ONE



BAGLEY/
Emberlin
-91

WANT TO PLAY A GREAT GAME, BOY?

It's your pal, Beetlejuice™, here to bamboozle those bewitchers from the Neitherworld vacationing at lovely Lydia's place. This house is HAUNTED! Flying cups and saucers and clothes that spring to life cause quite a panic...especially when they're coming for you! It's a horrific 5 level challenge to spook attic ghastrles, rattle angry skeletons and scare ghostly bats. Vampires may even join you for a "bite" to eat. Hmm... maybe we should skip lunch today.

These Neitherworld ghoul-o-ramas are no match for us. Has the "ghost with the most" ever let you down?!!



Graveyard Mix-up!



Neitherworld Pogonake!



Funny face scare-off!



Check out the
"GHOST WITH
THE MOST"
for your NES™ too!

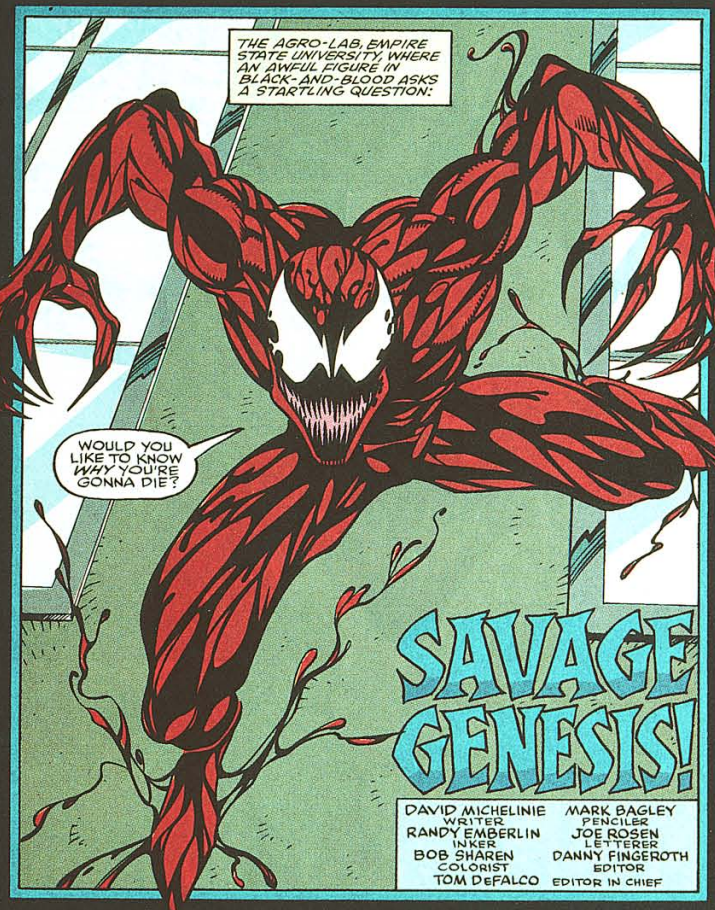


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BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

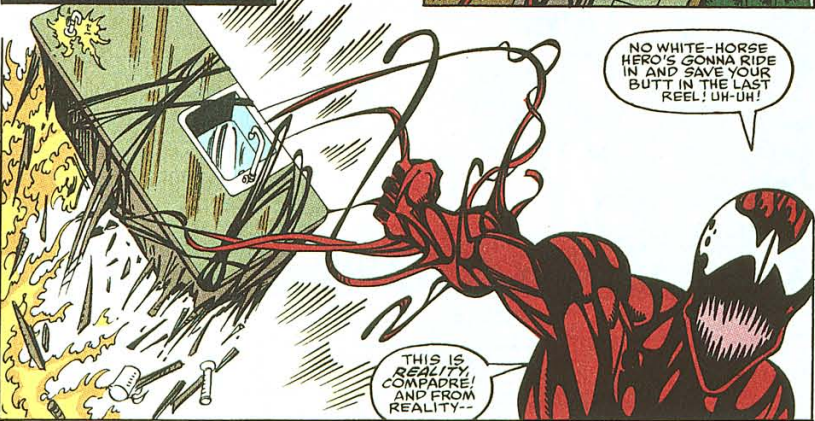
Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN®**



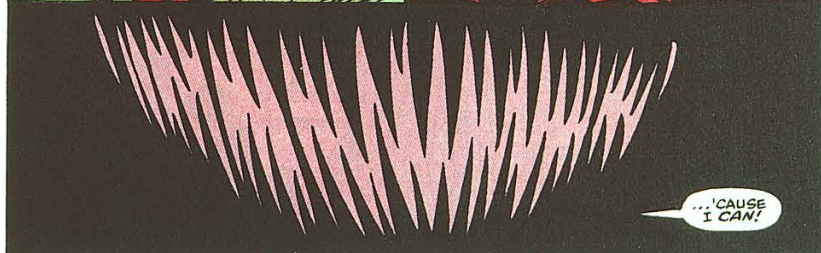
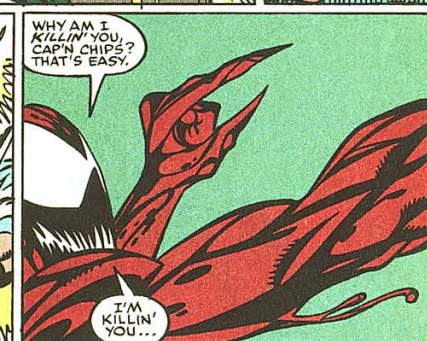
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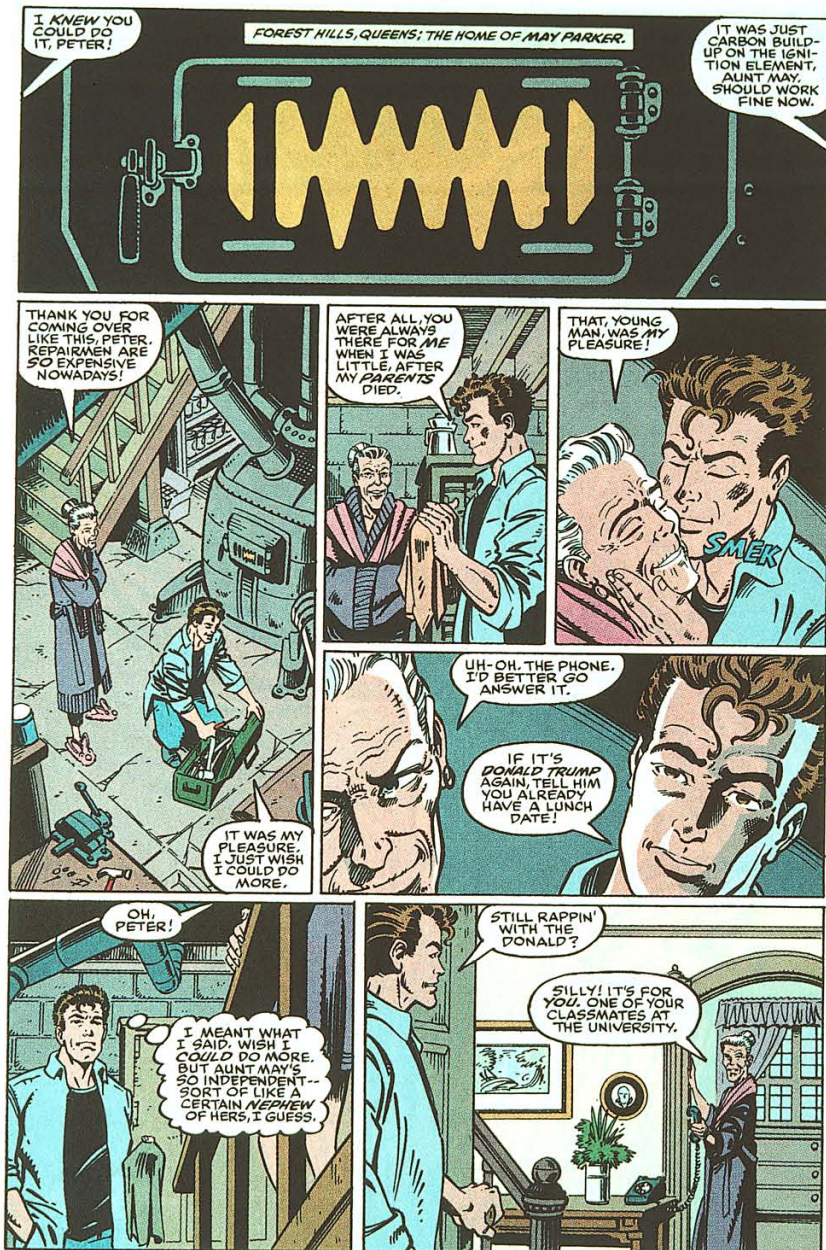
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2



3



GET ALL THE ACTION!

SCORE '92 MAJOR LEAGUE BASEBALL®

Bases loaded. Here's the pitch...
CRACK! It's going, going, gone!
 A grand slam by Darryl Strawberry!
 He takes the sign. He winds up. Here's the pitch... **WHIFF!** Another strikeout by Roger Clemens!

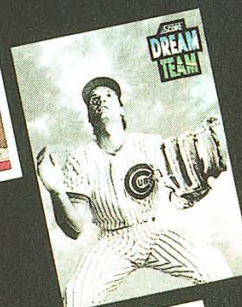
SCORE takes you to the ballpark with 893 cards in two series, 16 cards to a pack. SCORE has more than 100 rookie prospects and hot subsets like the Dream Team, the No-Hit Club and the All-Stars.

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DiMaggio, Strawberry, Clemens... and hundreds of other baseball stars come alive in the palm of your hand with SCORE!

*See details on Series I packs

"Look for Joe DiMaggio Offer!"



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100% NATURAL EARTH FIBER T'S FROM THE LEADER IN MUTANT FASHION
It's neither cheap nor easy to produce the hottest T's on the planet. Our mutant artist insists on using the entire shirt as his canvas... We are pleased to announce that shipping & handling charges are now only \$1 per item. Dr. Doom does his homework and if you do yours, you will realize MARVEL T'S are still the best value for maximum cosmic style!

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#1402Q
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Call toll free (800) 237-HERO and order yours today. (Mastercard & visa only)

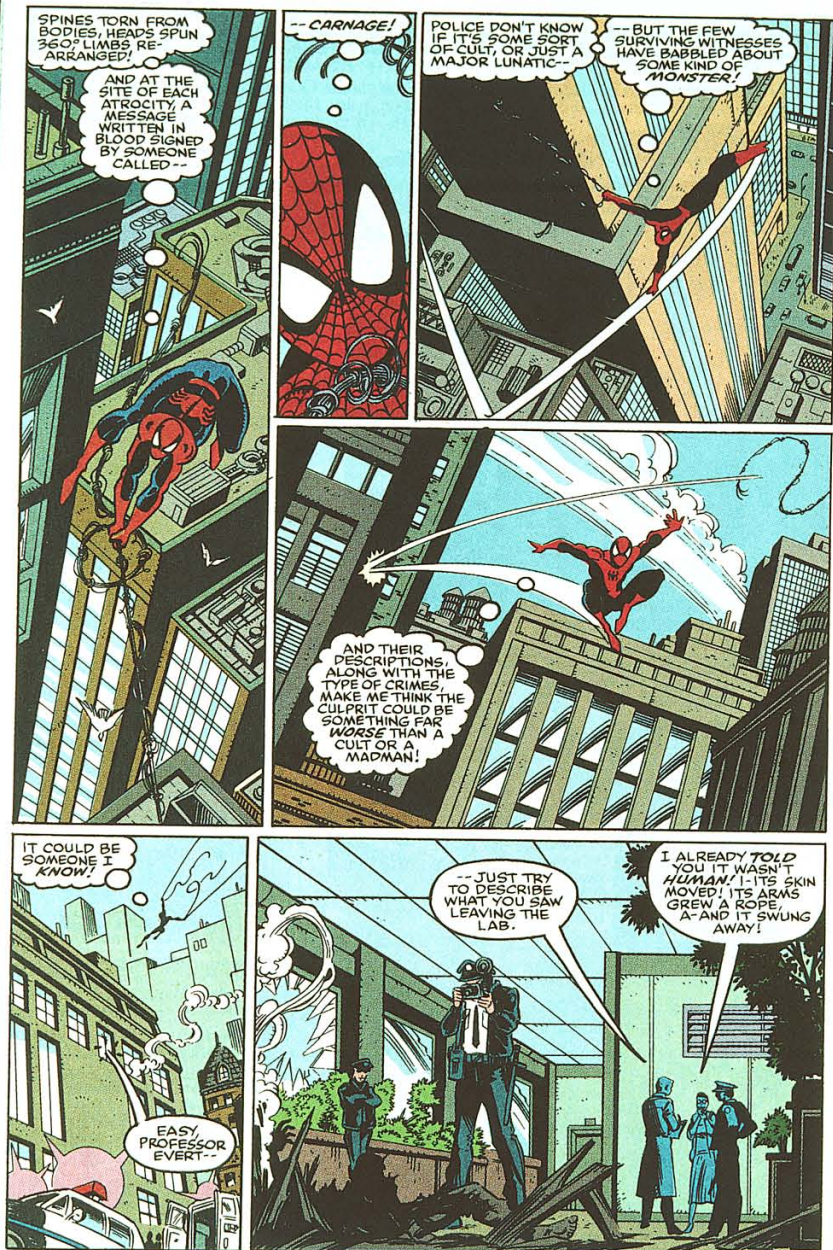
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\$1.50 MASTER CARD & VISA FEE OR SEND THE FOLLOWING TODAY!

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THE ROCKET

1991 A.L.
CY YOUNG
AWARD
WINNER!

THESE CARDS
ARE HOTTER
THAN MY
FASTBALL!

**EXCLUSIVE
OFFER!**

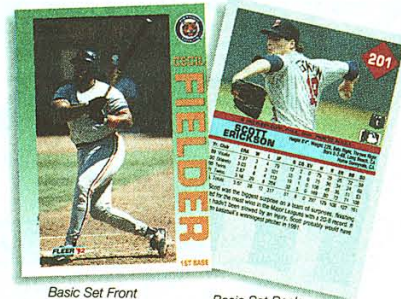
3-Card Limited-Edition
Clemens Subset
(through mail only)



FLEER'S BEST BASEBALL CARDS EVER!



The 720-card basic set of Fleer '92 Baseball features sharper printing. Cool metallic inks. Spectacular color. A smooth finish and action-crammed photos on both sides. 17 cards in each pack (up from 14 in '91). And 5 fantastic subsets, including 6 radical new "Pro-Visions"™ Art Cards by Terry Smith, 10 "Super Star Specials," 10 "League Leaders," 29 "Major League Prospects," and 7 "Record Setters." Even the wrappers have been improved, with new non-staining poly material instead of wax.



Basic Set Front

Basic Set Back



HIGHLY COLLECTIBLE LIMITED-EDITION SUBSETS!



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"Team Leaders"

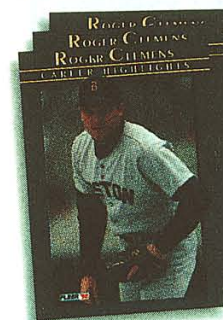


"Rookie Sensations"

You'll find 24 dynamite limited-edition "Fleer All-Star" cards in wax packs. 20 "Team Leaders" in rack packs. And 20 "Rookie Sensations" in cello packs. All 64 cards in these three subsets feature super-glossy UV coating and the added gleam of gold foil stamping.

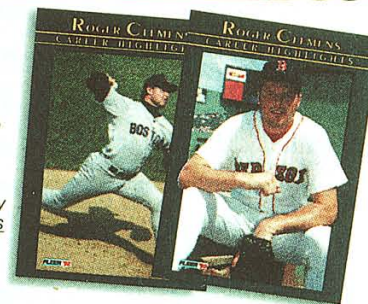


OVER 2,000 SIGNED CLEMENS CARDS. AND MORE!



These three cards are not available in any pack type!

This year, our line-up is Rocket propelled—with over 2,000 hand-signed Roger Clemens cards inserted in all pack types. They're part of an explosive 12-card limited-edition subset, "Roger Clemens Career Highlights." And you can also get a 3-card extremely limited edition Roger Clemens subset just by mailing us 10 Fleer '92 Baseball wrappers plus \$1.00 shipping/handling. But you gotta hustle—this offer expires 10/31/92! See pack for details.



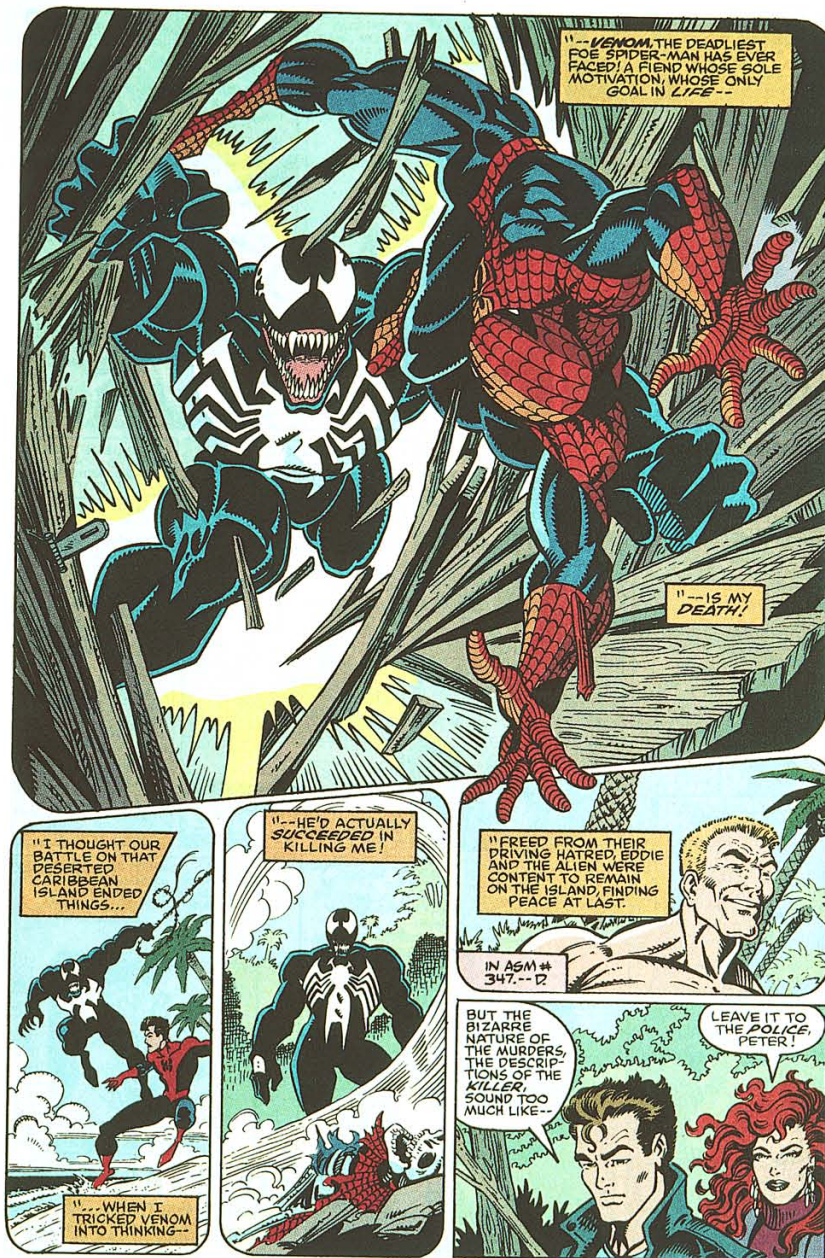
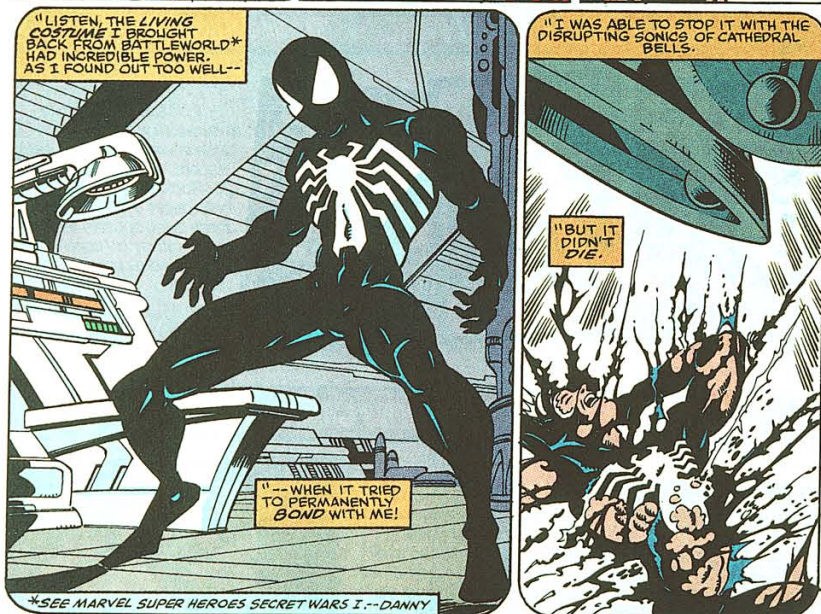
Two of 12 Clemens "Career Highlights" Cards.

FLEER
Better Than Ever.

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*No Purchase Necessary. Send a SASE to: Clemens Career Highlights, P.O. Box 1383, Church Hill, MD 21690. One request per envelope, mailed separately, and received by 10/31/92. WA/VT may omit return postage. ARV: \$50; Odds 1:35,000



OR THE AVENGERS! OR THE FANTASTIC FOUR! DON'T LET THAT MANIAC KILL YOU FOR REAL!

BUT, MJ, IF IT'S VENOM, I'M PARTLY TO BLAME! I BROUGHT THE SYMBIOTE TO EARTH IN THE FIRST PLACE!

I LET HIM STAY ON THAT ISLAND.

C'MON, SWEET-HEART! YOU KNEW WHAT YOU WERE BUYING INTO WHEN WE GOT MARRIED!

YEAH, FOR BETTER OR WORSE...

...TILL DEATH DO US PART.

COFFEE AND FRANKS ARE THROWN AWAY, UNTASTED! TWO LOVERS PART, UN-SATISFIED.

MAYBE BY RETRACING VENOM'S ACTIVITIES SINCE BROCK BROKE OUT OF PRISON, I CAN FIND SOME CLUE ABOUT--

--WHOA! BACK UP! EDDIE'S CELLMATE WAS AN UNREPENTANT MASS MURDERER?

I BELIEVE THIS CALLS FOR A RESOUNDING, "BINGO!"
WHAT ELSE IS IN HERE?

AND LATER, AT THE OFFICES OF THE DAILY BUGLE, WHERE PETER PARKER OFTEN WORKS AS FREELANCE PHOTOGRAPHER...

HOPE THESE "MORGUE" FILES CAN HELP!

HEY, I REMEMBER HEARING ABOUT THIS! WHEN KASADY ESCAPED A COUPLE OF WEEKS AGO, A GUARD WAS SOMEHOW PULLED THROUGH THE CELL BARS!

NICE GUY. CONVICTED FOR ELEVEN MURDERS, HE BRAGGED ABOUT A DOZEN MORE! SAID HIS WAS THE WAY OF THE FUTURE!

PHOTO BY KATZENBERG

CLETUS KASADY
KASADY CONVICTED! KILLER GIVEN ELEVEN CONSECUTIVE LIFE TERMS!

WONDER WHAT "RESEARCH" HAS ON HIS BACKGROUND? HMM, RAISED AS AN ORPHAN AT THE ST. ESTES HOME FOR BOYS IN BROOKLYN. AND HERE'S AN INTERESTING SIDEBAR:

SEEMS ST. ESTES WAS RAVAGED BY FIRE SOME YEARS BACK, AND THE REMAINS OF THE HOME'S DISCIPLINARIAN ADMINISTRATOR WERE FOUND IN THE RUBBLE! POLICE THEORIZE SHE FELL AND SMASHED HER SKULL IN PANIC! BUT...



57 YEAR OLD MANSION DESTROYED BY FIRE. AUTHORITIES SUSPECT ARSON.

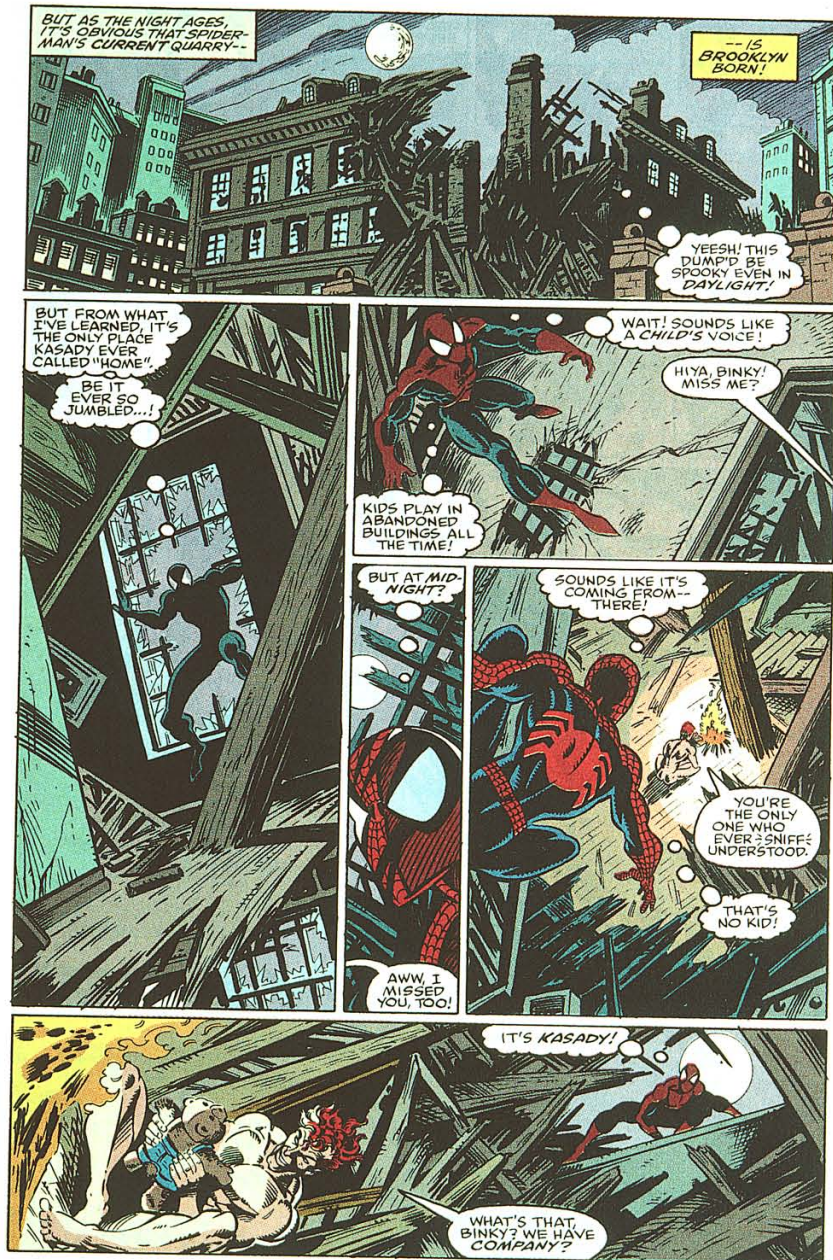
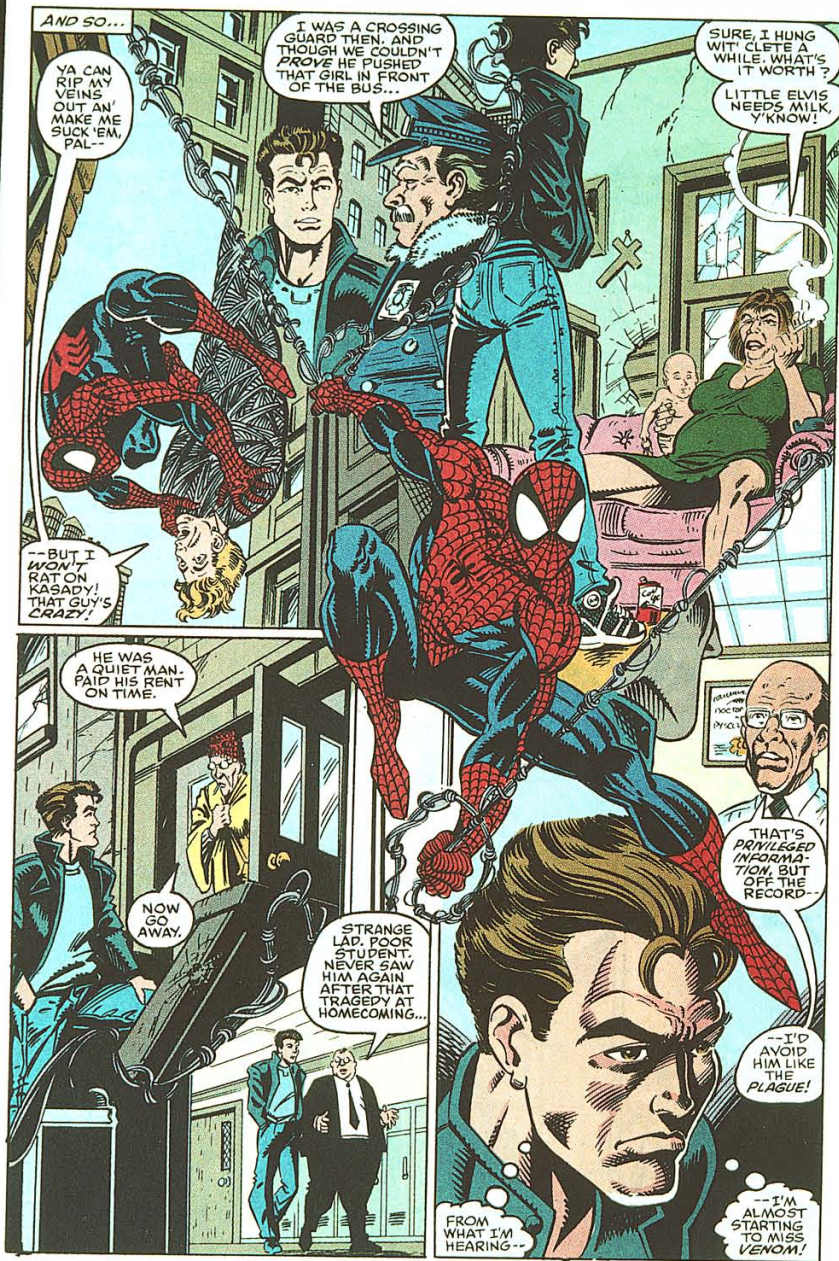
...WHAT IF IT WAS KASADY'S FIRST KILL? THE FIRE SET TO COVER IT UP? MAKES SENSE. BUT, KASADY WAS JUST A KID.

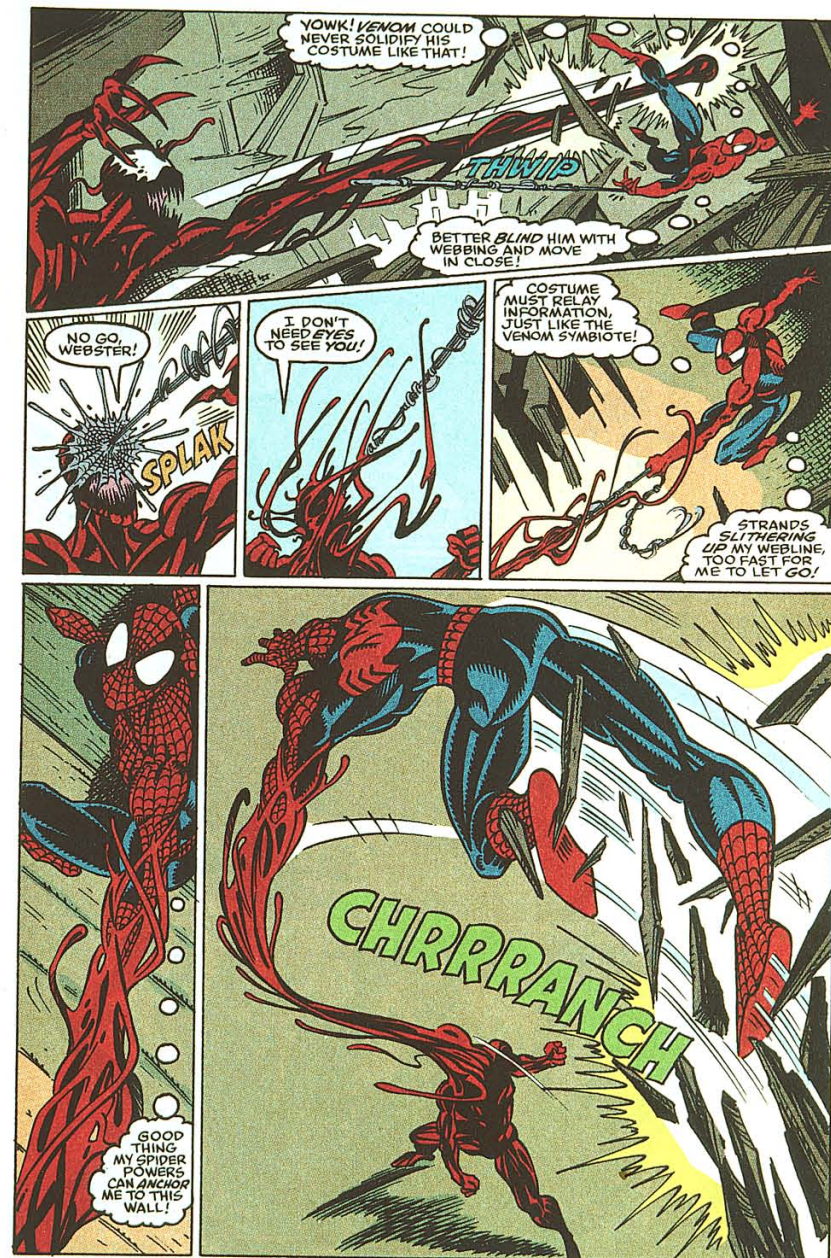
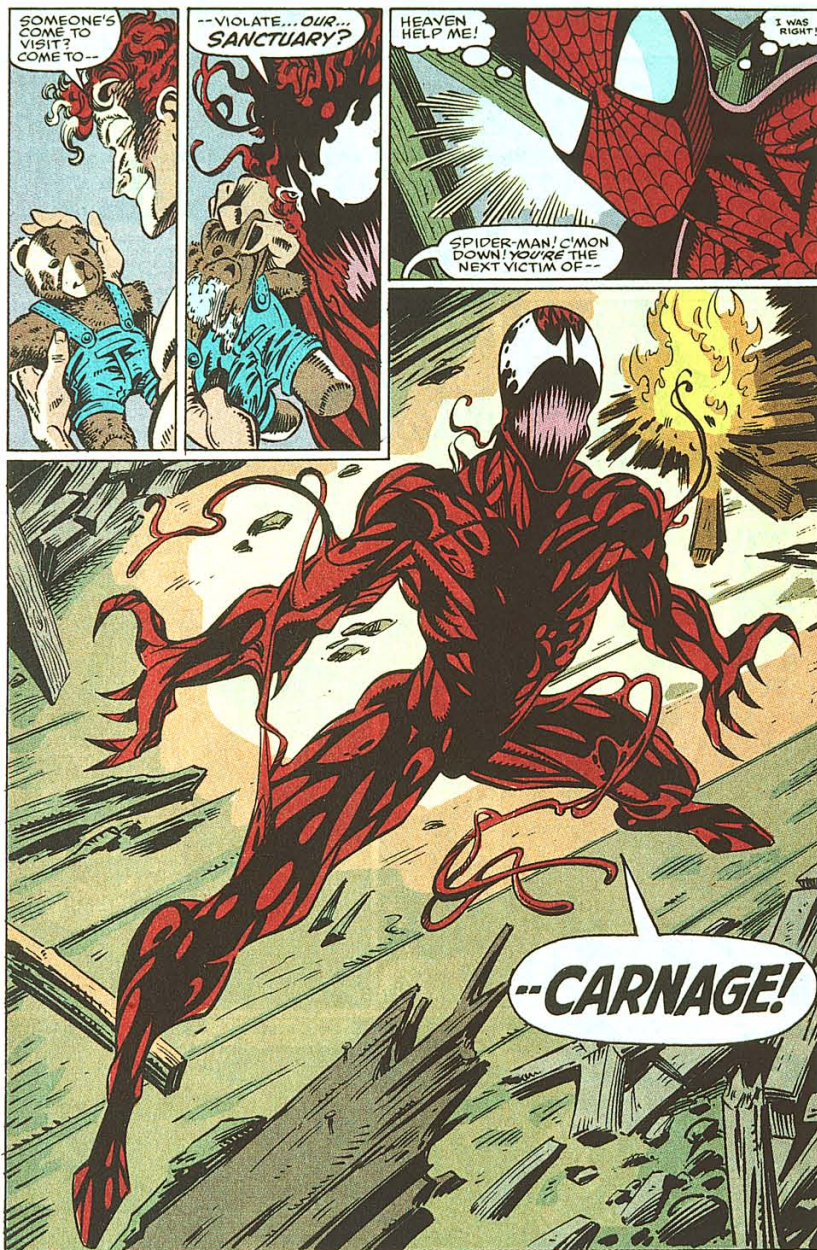
WHAT KIND OF DEMON AM I DEALING WITH?

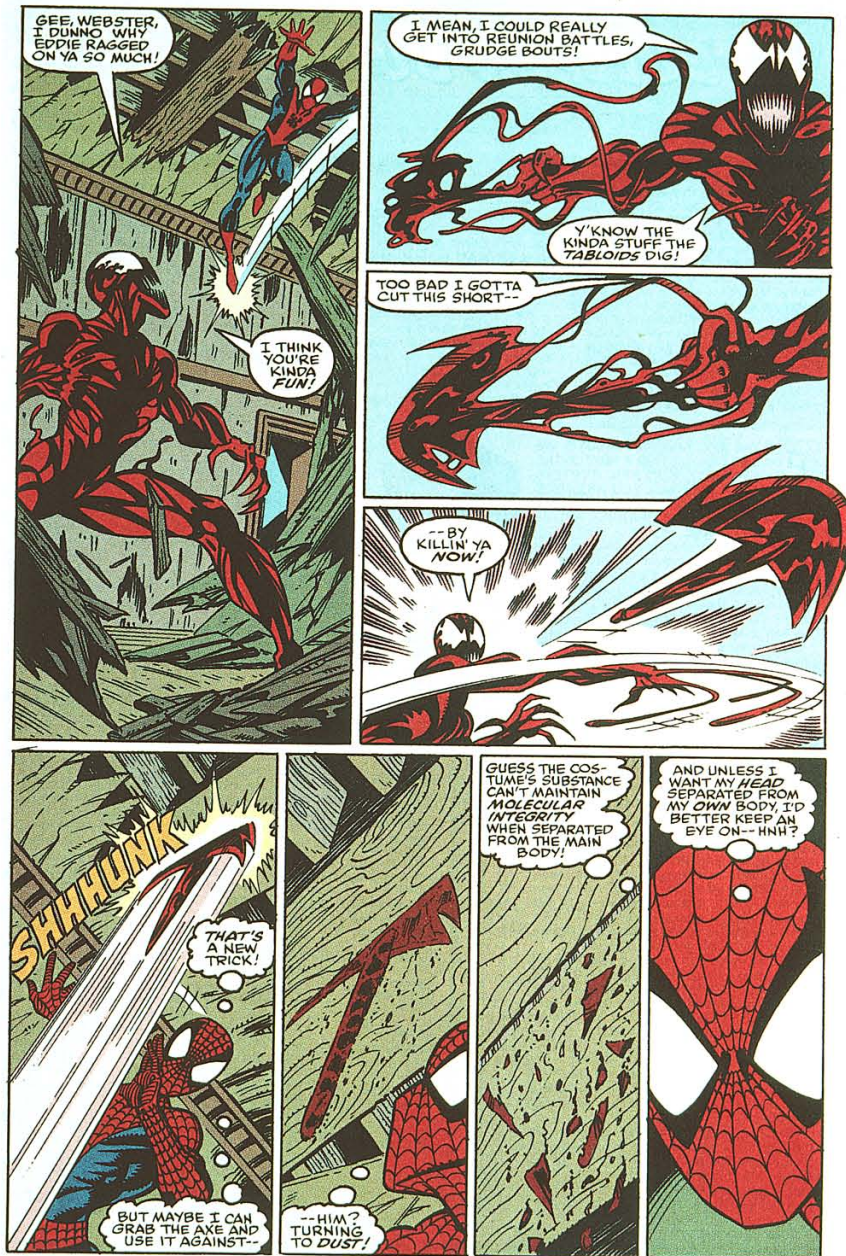
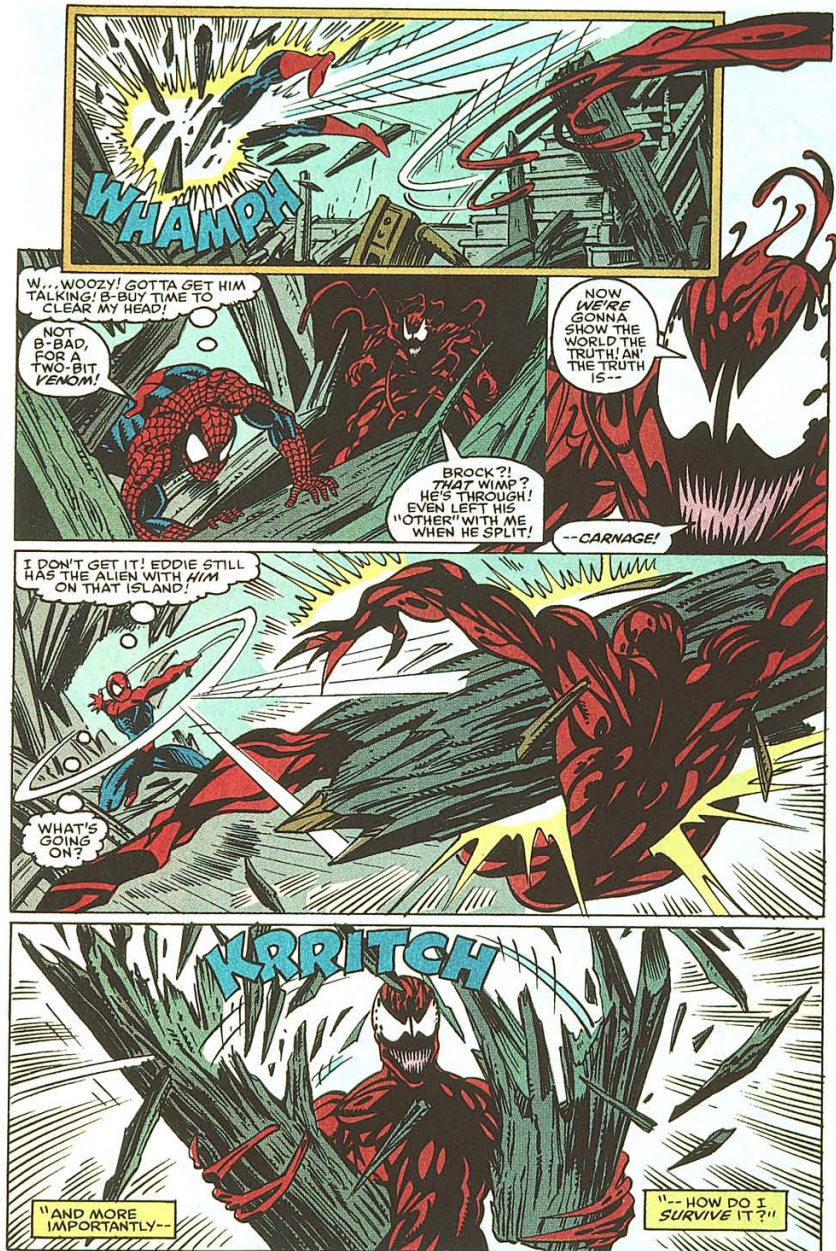
NIGHT FALLS.

COMPUTERS ONLY DEAL IN FACTS.

I'LL HAVE TO PICK UP THE NUANCES FIRST HAND!









BULLPEN BULLETINS



STAN'S SOAPBOX

Hi, Heroes!

Remember this date — October '91! It was one of the biggest, most important months in the hazy history of mighty Marvel! What made it so important? Hey, I thought you'd never ask!

In previous Soapboxes I gave you a number of hints about big things happening out here in Hollywood, big things that I wasn't free to talk about until the contracts were signed and the deals were closed. Well, it's now official! The biggest movie project we've ever planned is now under way — and if you guessed SPIDER-MAN, then award yourself a twelve-cylinder no-prize with fuel injection!

But here's the most exciting part — guess who's gonna write, direct, and

produce the first ever big-budget, feature film of the world's most famous wall-crawler? Wouldja believe James Cameron?! That's right, Bunky, the same fabulous, super-fantastic filmmaker who bestowed upon a wildly cheering, wide-eyed world such monster hits as ALIENS, THE ABYSS and the two titanic TERMINATOR thrillers! So you can take this to the bank, Believer — SPIDER-MAN is destined to be the biggest, boldest, baaaaadest blockbust'n' bombshell of a super hero action extravaganza ever to hit the screen!

Now then, before you start bombarding us with letters and phone calls asking who's gonna star in our fabulous forthcoming flick, or who the villain will be, let me advise you that those decisions haven't yet been made. First, the story has to be structured and then a screen-

play written. That will probably take months because we're determined to make it the greatest action thriller of all. But as soon as more info comes through, even faster than you can wiggle your webs you'll get the scoop via the ol' Soapbox column as well as in the various newsletters we'll be sending to all the Wild Agents of Marvel!

And next issue, on this very same page, if Irving Forbush doesn't elope with Aunt May in the next thirty days, I'll bring you some additional exciting news about X-MEN hitting the screen! Who says this isn't the Marvel Age of Awesome Announcements?!!

Excelsior!

Stan
Stan Lee

FOR THE NEXT NINE PARAGRAPHS, WE WILL BE CONDUCTING A TEST OF THE EMERGENCY BULLPEN SYSTEM. THIS IS ONLY A TEST. ALL YOU WILL NEED IS AN INSATIABLE, ALL-CONSUMING, ALMOST OBSSIVE CURIOUSITY ABOUT ALL THINGS MARVEL. READY... BEGIN!

February is the shortest month, so that means we'll make this column as short as possible, and try to write it in the shortest amount of time. Actually, this is a leap year — does that mean we should skip over the page this month? (The preceding joke sponsored by the One Bad Joke Per Bullpen Page Committee.)

Some new faces have appeared on staff since our last column, and most have had bodies to go along with them, as Marvel is not in the habit of hiring detached faces. (Except over in the HELLRAISER office, where they encourage that kind of thing.) New to the editorial staff are **Hildy Mesnik**, who will be taking over G.I. JOE and the BARBIE titles. (Does this mean G.I. Joe will finally get to ask out Barbie?) Hildy won the assignment over many of our male editors, who were eager to play with Barbie, even if only twice a month.

Assisting Hildy is **Kevin Kobasic** — a natural choice, as he was previously assistant to **Don Daley** on the PUNISHER books. Kevin brings to the BARBIE titles his experience working with hard-nosed characters (relax, Don, we're not talking about you), and perhaps can give BARBIE that edge she needs to succeed in today's competitive comics field. Replacing Kev in Don's office is **Tim Tuohy**, formerly Don's college intern.

Also moving up in the world, like three-day old cream in a cup of coffee, is MARVEL AGE MAGAZINE assistant editor, **Mike Lackey**. Mike is now a full-fledged staff member. Mike was only half-fledged before, so now the rest of us can stop staring and pointing. Mike is also the writer of the new WORLD CHAMPIONSHIP WRESTLING comic which debuts this month, and claims his dream is to have the WCW champion hit him over the head with a steel chair. Keep dreaming, Mike. It'll happen someday.

Our own dream is to make it all the way to the end of the new Spider-Man arcade game from Sega! The game is a lot of fun, pitting Spider-Man, the Black Cat, and the Sub-Mariner against many of Spidey's deadliest foes, including the Hobgoblin, the Scorpion, and Venom. (Watch out for Venom — he cheats!) Also out now in arcades everywhere



FEBRUARY COOLOMETER

WHAT THE BULLPEN WAS BUZZING ABOUT LAST NOVEMBER

- GENE RODDENBERRY
- NIGHT AFTER NIGHT
- FREED HOSTAGES
- LUMPY ADDAMS
- FASHION STATEMENTS
- MAGIC JOHNSON
- HOLOGRAMS ON COVERS
- FRED MACMURRAY
- MOVIES IN IMAX
- SPONTANEOUS COMBUSTION
- DATING AGAINST TYPE
- MICHAEL JACKSON'S DANGEROUS
- THAT NASHVILLE SOUND
- MICROWAVE FOOD
- STONE-WASH JEANS
- ABSENTEEISM
- JOHN HUGHES MOVIES
- THE RECESSION
- BELLYBUTTON LINT

is a Captain America and the Avengers game, featuring not only Cap, but also Iron Man, the Vision, and Hawkeye against some of their greatest antagonists, such as the Mandarin and the Red Skull. Both games feature state of the art graphics, and are great for improving your eye-hand coordination, in case you want to become test pilots some day!

But don't spend your last quarter yet — coming your way real soon is the all-new X-Men arcade game from Konami. The X-Men game promises to be our best game yet, featuring all your favorite merry mixed-up mutants clashing and cavorting in all their glory. You also won't want to miss the Wolverine vs. Magneto hand-held game in the works, and it'll be out later this year. It's the most fun you can have without losing an eye!

And using our collective one good eye, let's look back at the Marvel Halloween party from last year. As we write these words, our teeth are still stained with Halloween candy from the big Marvel Halloween bash, which we, being traditional Marvel Zombies, like to hold once a year. The highlight of the bash is, as always, our wacky Marvellympics, in which all your favorite Marveloids go at it, tooth and claw.

The big winner this year was SHIELD inker **Don Hudson**, who was the loudest screamer, and stuffed the most candy corn in his mouth. Don was defeated, however, in the big musical chairs competition by Epic assistant editor **Tom Danning**. Noted Tom, "I've got the fastest cheeks in the west!" Tom's boss **Marcus McLaurin** also scored a victory in the "draw a caricature of a fellow employee" contest. Marc drew **Jim Salicrup**, which is actually not as hard as it looks.

Best costumes at the party included NOMAD editor **Glenn Herdling's** Venom, and Glenn's assistant **Pat Garraty** as Terminator 2. Assistant Editor **Evan Skolnick** came as DEATHLOK-editor **Tom Brevoort**, and no one could tell them apart! Even though it's only February, it's still not too early to start thinking about this year's Halloween bash. After all, February is the shortest month...

THIS CONCLUDES OUR TEST OF THE EMERGENCY BULLPEN PAGE SYSTEM. THIS WAS ONLY A TEST. HAD THIS BEEN AN ACTUAL EMERGENCY, YOUR SPIDER-SENSE WOULD HAVE STARTED TINGLING, YOUR PULSE WOULD HAVE STARTED POUNDING, AND YOU WOULD HAVE BEEN COMPELLED TO SING THE THEME SONG FOR WAM, THE NEW MARVEL FAN CLUB!

He's Rad. He's Bad. He's



☆ Futuristic Gadgets ☆ Exotic Locales
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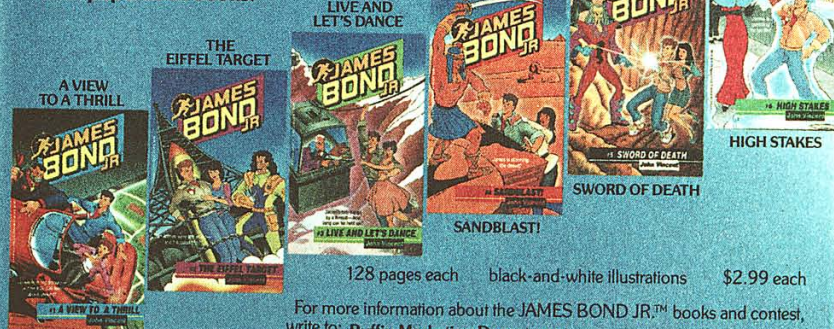
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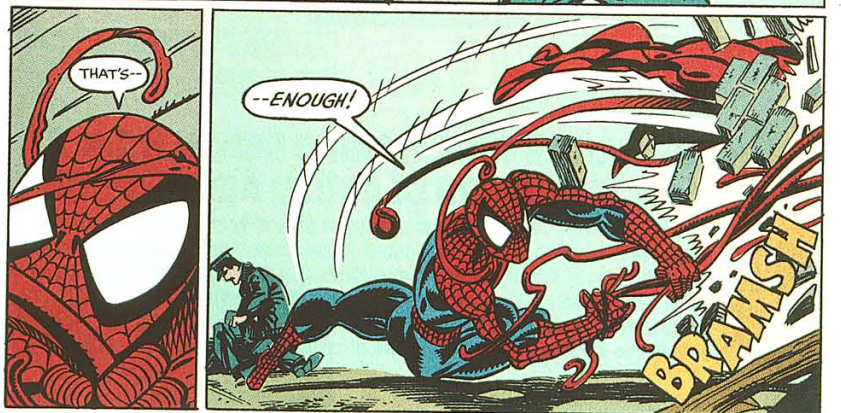
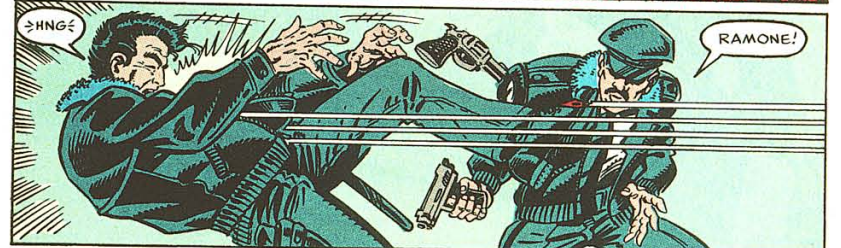
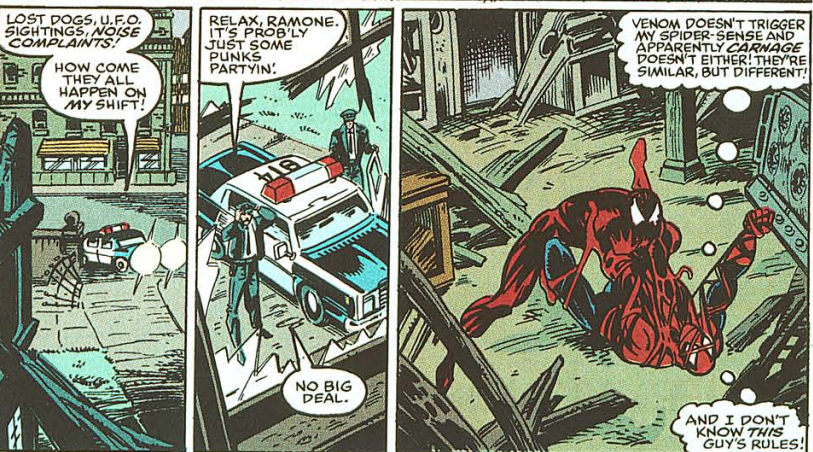
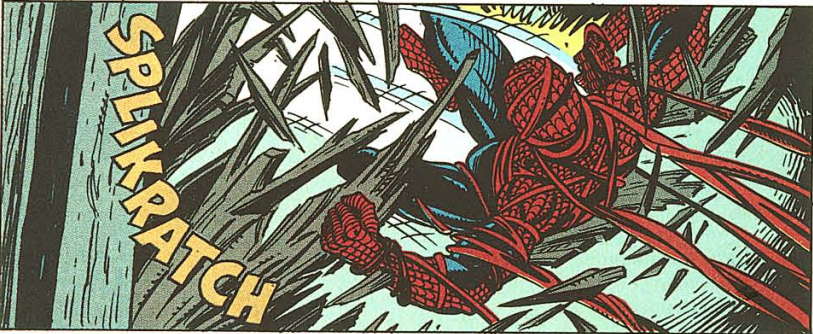


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James Bond Jr.™ Super Nintendo game cartridge distributed by Toy Headquarters™, © 1991.

* Prizes subject to availability. Game cartridges may be replaced by prizes of equivalent value.





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NEW FROM MARVEL COMICS! This is one tough pack to keep intact. One hundred explosive cards with all-new, all-original art by master illustrator Jim Lee. Featuring a full universe of X-Men, plenty of Super Heroes, Super-Villains, and a new character never before seen by the public. Plus, for the first time, five randomly packed, limited-edition gold foil holograms. Don't miss these cards, or you'll be missing a whole new world of superhuman adventure!

THE UNCANNY
X-MEN

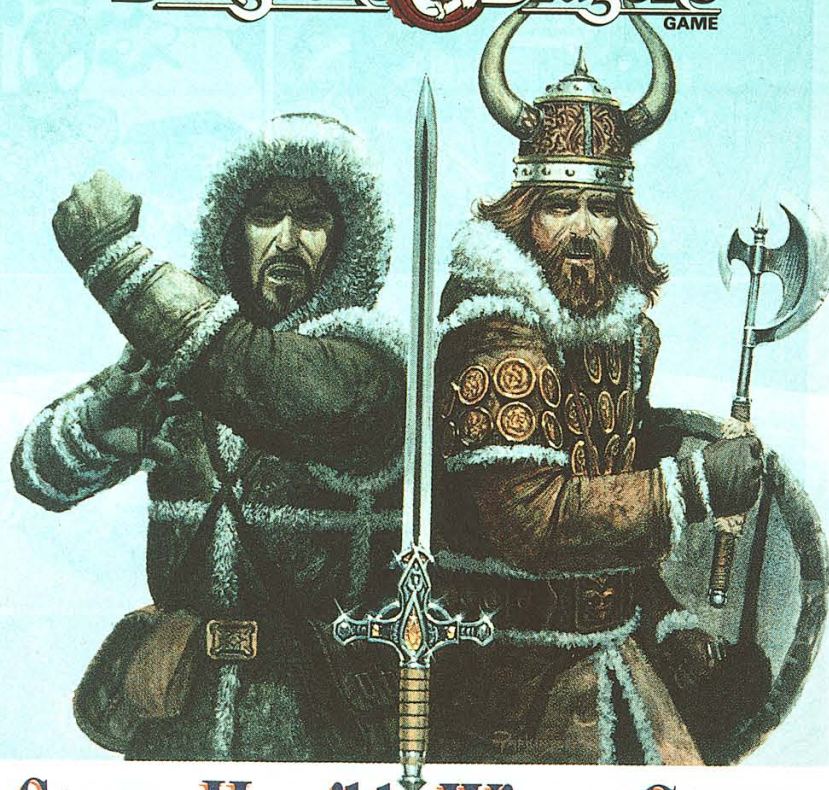


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Dungeons & Dragons® GAME



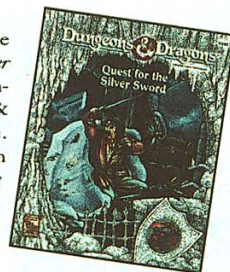
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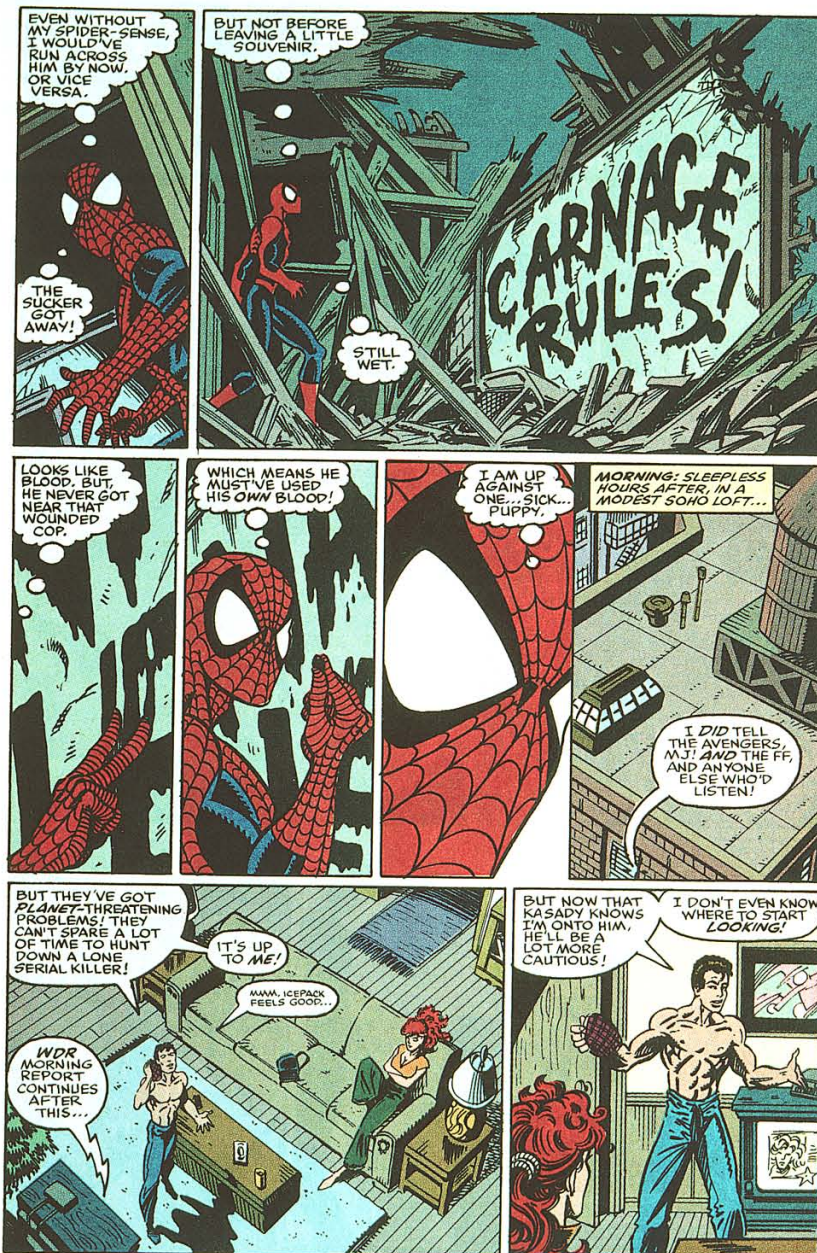
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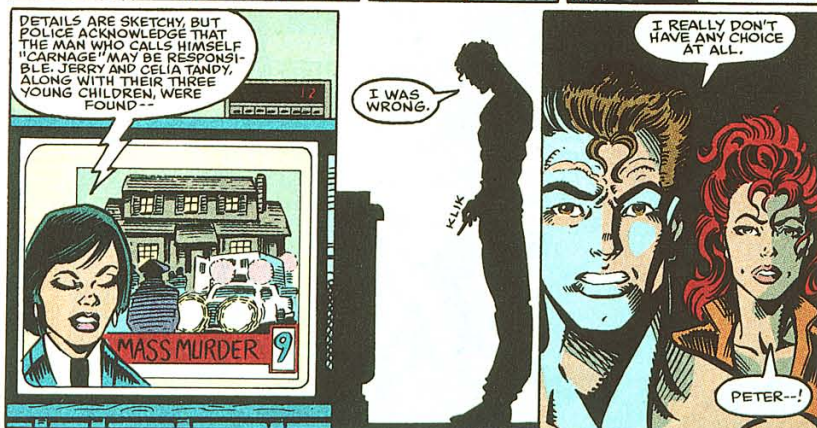
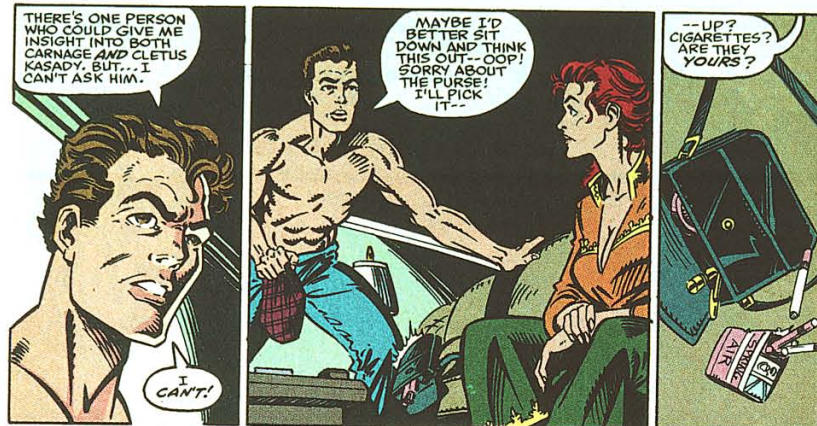


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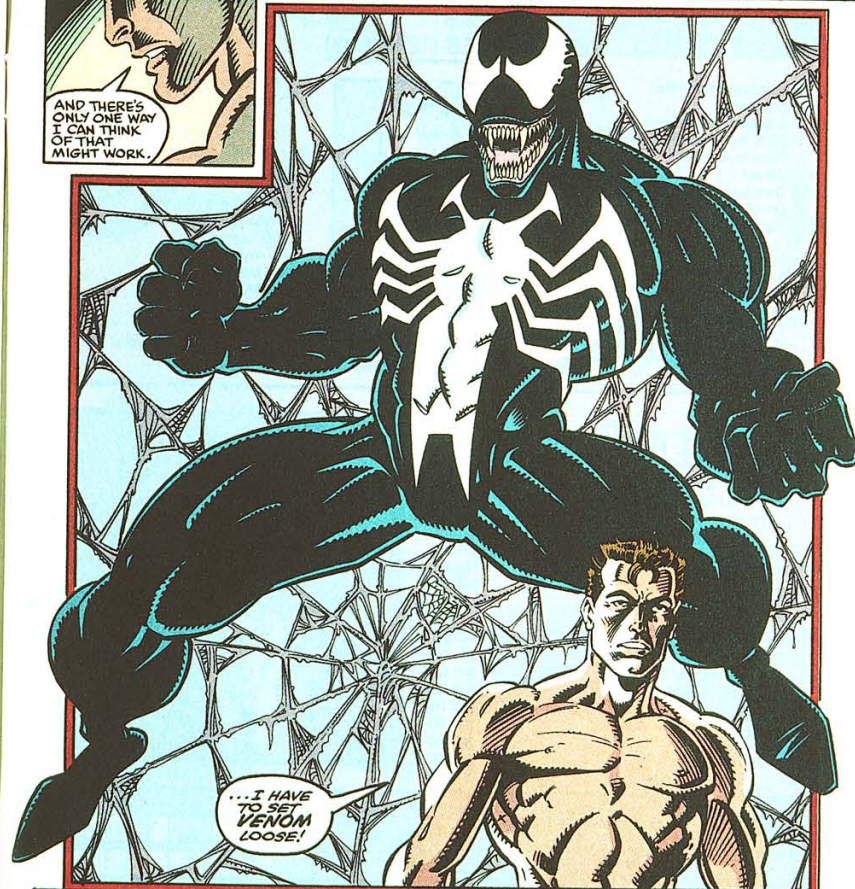


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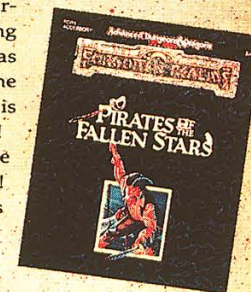
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